

**THE CHANCERY COURT FOR LEWIS COUNTY  
AT HOHENWALD, TENNESSEE**

<b>IN RE:</b>	)	
	)	
<b>SENTINEL TRUST COMPANY</b>	)	<b>NO. 4781</b>
	)	
	)	

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**MOTION OF COMMISSIONER-IN-POSSESSION AND RECEIVER  
FOR APPROVAL OF TRANSFERS OF SENTINEL TRUST COMPANY,  
IN LIQUIDATION'S FIDUCIARY POSITIONS TO SUCCESSOR FIDUCIARIES**

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**THIS MOTION WILL BE SET FOR HEARING IN LEWIS COUNTY, TENNESSEE  
CHANCERY COURT ON MONDAY, NOVEMBER 15, 2004, AT 9:00 A.M.**

**I. INTRODUCTION**

Kevin P. Lavender, Commissioner of the Tennessee Department of Financial Institutions, in his capacity as Commissioner-in-Possession of Sentinel Trust Company, In Liquidation, and Jeanne Barnes Bryant of Receivership Management, Inc., appointed Receiver of Sentinel Trust Company, in Liquidation, move the Court for approval of the transfer of Fiduciary Positions<sup>1</sup> currently held by Sentinel Trust Company, in Liquidation to successor fiduciaries. See T.C.A. § 45-2-1504(c). Attendant to this request for approval are various requests for relief which relate to and impact upon the equitable and efficient transfer of responsibility to the successor fiduciaries.

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<sup>1</sup> Sentinel Trust Company, In Liquidation serves as indentured trustee, paying agent, transfer agent and/or registrar dependent on the type of bond issue. All of these positions are included in the term "Fiduciary Positions."

## II. BACKGROUND

On May 18, 2004, Commissioner Kevin P. Lavender issued, had posted on Sentinel Trust Company's premises and had filed with this Court, a Notice of Possession concerning Sentinel Trust Company, all pursuant to T.C.A. § 45-2-1501, et seq. On that same day, Receivership Management, Inc. was appointed Receiver, as is allowed under T.C.A. § 45-2-1502(b)(2).

On June 18, 2004, pursuant to T.C.A. § 45-2-1502(c)(2), the Commissioner-in-Possession gave notice of the liquidation of Sentinel Trust Company. Since that time, as the Court is aware, the Commissioner-in-Possession and Receiver have been involved in matters relating to the operation of the business of Sentinel Trust, the preserving of the assets of Sentinel Trust and the fulfilling of the obligations owed by Sentinel Trust, as well as the obligations established under T.C.A. § 45-2-1501, et seq. The matters addressed by the Commissioner-in-Possession and the Receiver have often been opposed by, or scrutinized by, individuals and entities representing groups as diverse as the former management and former owners of Sentinel Trust, private for-profit bond issue financiers, governmental bond issuers and bond default insurance providers, each with their own interest to advocate. Constant amid the clash of these competing interests has been the Commissioner-in-Possession's and Receiver's desire to "do right" by the Sentinel Trust receivership estate, its creditors, the bondholders and all other interested parties.

Principal amongst the steady efforts by the Commissioner-in-Possession and Receiver was to oversee and effectuate the orderly transition of the Fiduciary Positions held by Sentinel Trust to a successor fiduciary. See T.C.A. § 45-2-1504(c).

As this Court has heard at several previous junctures, the goal of the Commissioner-in-Possession and Receiver was, pursuant to T.C.A. § 45-2-1504(c), to set into motion a bid process through which interested industry entities could express interest in assuming, as successor, the

Fiduciary Positions that had been occupied by Sentinel Trust. It was in that effort, and with that desire, that a bid process was established and conducted.

On August 12, 2004, the Receiver sent notices and invitations to participate in a bid process to numerous entities within the financial institutions industry.<sup>2</sup> Additionally, the invitation to receive preliminary bid information was posted on the Tennessee Department of Financial Institutions internet website. The result of those efforts was that eight (8) financial institutions contacted the Receiver and requested to go further in the bid process. Those entities were sent confidentiality agreements, which were executed and returned. At that time, those entities were sent additional information concerning the entire listing of bond issues relating to Sentinel Trust, and those entities were invited to set a time for due diligence visits to review further information at the Sentinel Trust offices.

The information sent to the prospective bidders encouraged that each consider bidding for successor fiduciary status to as broad a number of bond issues as could be accomplished. The information discouraged "cherry picking," but it expressly informed all prospective bidders that all proposals communicated to the Receiver would be considered. The information received and reviewed by the prospective bidders, on a confidential basis, included information as to all bond issues which involved Sentinel Trust as indentured trustee, paying agent, transfer agent and/or registrar and included all bond issues that were in default status.

Five of the eight entities which signed confidentiality agreements scheduled and conducted further due diligence at the Sentinel Trust offices. The Receiver did contact the remaining entities which had signed confidentiality agreements to invite them to schedule due

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<sup>2</sup> The entities to which invitations to bid were sent were those that had previously contacted the Commissioner-in-Possession and/or the Receiver expressing interest in receiving information

diligence efforts, but no further interest was expressed by any of them. Of the five entities that scheduled due diligence trips, two were entities interested solely in the defaulted bond issues. Of the remaining three, one withdrew from the bid process and the other two continued to communicate with the Receiver up until the deadline for bids to be submitted (e.g., September 22, 2004). On that date, no bids were received from any of the entities which had conducted due diligence that would result in a net monetary gain to the Sentinel Trust estate.

In light of that result, the Receiver contacted the two entities which had not withdrawn and which had conducted due diligence to see if further discussions concerning assumption of successor fiduciary positions would be constructive. One expressed interest only in general obligation governmental bond issues which had a Middle Tennessee issuer. The other entity expressed a desire to conduct further discussions regarding the broad range of bond issues with which Sentinel Trust was involved. That entity is SunTrust Financial Services ("SunTrust").

### **III. PROPOSED TRANSFER OF FIDUCIARY POSITION**

As a result of further investigation and discussions with the Receiver, SunTrust has agreed, subject to approval of the Court, to become the successor fiduciary for the bond issues listed on Exhibit A hereto. That listing includes seventy-four (74) municipal general obligation/revenue bond issues, eighteen (18) municipal private activity/corporate bond issues and one (1) defaulted bond issue.

Despite the Commissioner-in-Possession's and the Receiver's original desire to attract a successor fiduciary that would pay premium funds to the Sentinel Trust estate to succeed to those Fiduciary Positions, the agreement with SunTrust does not call for any payment from SunTrust

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and those financial institutions in the area which the Commissioner-in-Possession felt would be interested in receiving bid invitation information.

for the assumption of the Fiduciary Positions.<sup>3</sup> The Commissioner-in-Possession and Receiver, nevertheless, assert that transfer to SunTrust of the Fiduciary Positions for the bond issues listed in Exhibit A is in the best interest of the Sentinel Trust estate because 1) it relieves the receivership of much of the expense of running the day-to-day operations of the trust company and 2) it provides all involved with the bond issues (e.g., issuers, borrowers, bondholders) with a secure entity to serve in the fiduciary capacities once being addressed by Sentinel Trust. The Commissioner-in-Possession deems SunTrust a qualified corporate fiduciary (see T.C.A. § 45-2-1504(c), and the Commissioner-in-Possession and Receiver urge the Court to approve the transfer of the bond issues listed in Exhibit A to SunTrust upon written agreement of reasonable terms and conditions and upon matters as otherwise directed by the Court.

As this Court is aware, and as SunTrust was made aware through the later stages of its due diligence, various bond issues or, perhaps more precisely, various borrowers and/or governmental entities had stated a preference to have specific entities replace Sentinel Trust. Recognizing that preferences had been established as to other entities, SunTrust has decided not to pursue the successor fiduciary positions as to those bond issues.

Attached as Exhibit B is a listing of bond issues seeking to have the Bank of Oklahoma become successor fiduciary. Having been allowed to complete the bid process and having been informed of SunTrust's position that it does not want to pursue those bond issues which seek Bank of Oklahoma as successor fiduciary, the Commissioner-in-Possession and Receiver urge the Court to approve the transfer of the bond issues listed in Exhibit B to the Bank of Oklahoma, as a qualified corporate fiduciary, upon written agreement of reasonable terms and conditions,

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<sup>3</sup> As explained later, there are Sentinel Trust fees and various expenses that the Commissioner-in-Possession and Receiver want paid prior to the transfer of the books and records of each assumed bond issue.

substantially the same as those with SunTrust, and as otherwise directed by the Court. Representatives of the Receiver and representatives of the Bank of Oklahoma have been in contact, and it is understood that the Bank of Oklahoma is still interested in becoming successor fiduciary for the bond issues listed in Exhibit B.

Attached as Exhibit C is a listing of bond issues which had expressed interest in having Wachovia Bank, N.A. ("Wachovia") become successor fiduciary. Having been allowed to complete the bid process and having been informed of SunTrust's position that it did not want to interfere with any previously arranged transfers to Wachovia, the Commissioner-in-Possession and Receiver urge the Court to approve the transfer of the bond issues listed in Exhibit C to Wachovia, as a qualified corporate fiduciary, upon written agreement of reasonable terms and conditions, substantially the same as those with SunTrust, and as otherwise directed by the Court. Representatives of the Receiver and representatives of Wachovia have been in contact, and it is understood that Wachovia is still interested in becoming successor fiduciary for the bond issues listed in Exhibit C.

Several additional exhibits are attached to this Motion so as to inform the Court of the status of all of the Fiduciary Positions held by the Sentinel Trust receivership. Exhibit D is a listing of municipal general obligation bonds from Benton County, Tennessee and Grundy County, Tennessee ("Benton and Grundy Counties") for which Sentinel Trust was paying agent and which were backed by various SLGS investments. Benton and Grundy Counties expressed interest in having Deutsche Bank National Trust Company ("Deutsche") serve as successor fiduciary. Benton and Grundy Counties also have agreed to pay all outstanding trustee fees and expenses to the Sentinel Trust receivership. Such being the case, and with SunTrust not desiring to interfere with a governmental issuer's expressed preferences, and with motions requesting

transfer of books and records pending, the Commissioner-in-Possession and the Receiver are in the process of transferring all fiduciary responsibilities and the books and records as to these bond issues to Deutsche. Exhibit E sets forth the bond issues which have been paid out, either through scheduled payment or early redemptions, since the May 18, 2004 institution of this receivership. Exhibit F sets forth the bond issues that are in default and which will remain for the Sentinel Trust receivership to address. There remains only one bond issue not otherwise addressed. That bond issue, as set forth in Exhibit G, is County of Ashland, Ohio, Ashland Assisted Living, Inc. Project Series 1999. Huntington National Bank ("Huntington") has expressed an interest in becoming the successor fiduciary for that bond issue. The Commissioner-in-Possession and Receiver urge the Court to approve the transfer of the Ashland, Ohio bond issue to Huntington, as a qualified corporate fiduciary, upon written agreement of reasonable terms and conditions, substantially the same as those with SunTrust, and as otherwise directed by the Court. Representatives of the Receiver and representatives of Huntington have been in contact, and it is understood that Huntington is interested in becoming successor fiduciary for the Ashland, Ohio bond issue.

To the Commissioner-in-Possession's and Receiver's knowledge, the bond issues listed in Exhibits A-G constitute all of the Fiduciary Positions held by Sentinel Trust as of May 18, 2004.<sup>4</sup> In essence, through the efforts of the Commissioner-in-Possession and Receiver, through the willingness of SunTrust and through the willingness and patience of the Bank of Oklahoma, Wachovia, Deutsche and Huntington, this Motion seeks approval of the transfer of all the

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<sup>4</sup> To the extent that the positions held by Sentinel Trust regarding the Macie Winter Estate, the Carter Family Trust and the Carter Marital Trust were fiduciary positions, those have already been transferred, pursuant to previous Order of the Court, to successor fiduciaries.

Fiduciary Positions held by Sentinel Trust Company, in Liquidation, except for the defaulted issues listed in Exhibit F.

The Commissioner-in-Possession and Receiver are working with SunTrust representatives in framing a Purchase and Assumption Agreement relating to the transfer and assumption of the Fiduciary Positions in relation to the bond issues set forth in Exhibit A. It is anticipated that this Agreement will be finalized well prior to the November 15, 2004 hearing on this Motion and will be presented to the Court for its comment and approval at that time. Similarly, between the time for the filing of this Motion and the November 15, 2004 hearing, the Commissioner-in-Possession and Receiver expect to be able to report concerning what written agreements might be needed and what discussions would have been had with representatives of the Bank of Oklahoma, Wachovia and Huntington.

The Commissioner-in-Possession and Receiver request that the Court approve the transfers of Fiduciary Positions as requested herein and establish the date of December 15, 2004 upon which Sentinel Trust Company, in Liquidation ceases to be the fiduciary for those bond issues without the necessity of any consent or approval by a bond issuer and/or a borrower.

#### **IV. ADDITIONAL RELIEF SOUGHT IN CONJUNCTION WITH TRANSFER OF FIDUCIARY POSITION**

##### **a) Payment of Accrued Sentinel Trust Fees and Expenses**

Another issue upon which the Commissioner-in-Possession and Receiver seek Court approval, and which is currently a condition upon transfer of the books and records of any bond issue to any successor fiduciary, is the payment of trustee fees that are unpaid and the payment of expenses that have been incurred. These fees and expenses fall into three categories: 1) trustee fees owed to Sentinel Trust as of May 18, 2004, 2) trustee fees owed to the Sentinel Trust receivership post- May 18, 2004 and 3) expenses incurred by the Sentinel Trust receivership



relating to minor administrative expenses incurred and to the copying of materials, books and records to be tendered to the successor fiduciary.<sup>5</sup> Attached as Exhibit H is information setting forth the amounts currently owed in fees and expenses for the bond issues to be assumed by SunTrust. Exhibits I, J and K set forth the same information concerning the bond issues to be assumed by the Bank of Oklahoma, Wachovia and Huntington. As previously noted, Benton and Grundy Counties have already agreed to pay the fees and expenses regarding the bond issues being transferred to Deutsche.

The Commissioner-in-Possession and Receiver urge the Court to order that the amounts reflected in Exhibits H through K, plus any other reasonable and necessary expenses incurred or to be incurred in connection with such bond issues, be paid prior to the successor fiduciaries being tendered the books and records on the bond issues they are assuming. The ongoing expenses of the receivership must be met, and, as this Court is aware, the Receiver is committed to make every effort to fund the receivership from monies such as collection of trustee fees so as not to have to seek permission to use the Pooled Trust Account funds for operational costs. The amounts shown as pre- May 18, 2004 trustee fees are amounts shown as owed to Sentinel Trust for trustee services rendered prior to that date. The amounts shown as post- May 18, 2004 trustee fees are amounts charged by the Sentinel Trust receivership, based on rates previously charged by Sentinel Trust, for trustee services rendered since the institution of the receivership. These amounts are owed to the Sentinel Trust estate and are needed to ensure that receivership expenses are met and ongoing efforts are continued.

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<sup>5</sup> As to one bond issue (i.e., Liberty County, Georgia) contained in Exhibit I, which relates to Bank of Oklahoma, there is a fourth category of expenses -- default administration expenses -- which are owed.

The expenses noted on Exhibits H through K are the expenses incurred by the Sentinel Trust receivership on miscellaneous administrative matters and in copying materials to be turned over to the successor fiduciaries. Those hard expenses need to be reimbursed prior to the transfer of books and records to any successor fiduciary.

The Commissioner-in-Possession and Receiver further urge that the borrower (in relation to private activity/corporate bond issues) and the issuer (in relation to general obligation/revenue governmental bond issues) be the entities which pay the fees and expenses outlined above. Notice of this Motion is being given to all the borrowers involved in private activity/corporate bond issues and all governmental entities involved in the general obligation/revenue bond issues. Those entities can appear and dispute being the entities that should pay the fees and expenses at issue.

The Commissioner-in-Possession and the Receiver have identified three options that could be chosen by the borrowers or issuers. First, in numerous instances, a bond issue has funds deposited post- May 18, 2004 at Sentinel Trust. The fees and expenses can be deducted from those funds. Second, in other instances, the bond issue has a separate investment account being held post- May 18, 2004 at Sentinel Trust. Likewise, the fees and expenses can be deducted from those separate investment accounts. The third option is that the borrower or the issuer can simply pay the fees and expenses from funds not being held by the Sentinel Trust receivership -- as Benton and Grundy Counties have agreed to do.

In sum, while recoupment of fees and expenses is a detail which is expected to cause consternation to those who are being asked to pay, the funds are needed by the Sentinel Trust receivership in order to meet expenses and to plan for future pursuit of causes of action. These fees, moreover, are amounts that would have been paid to Sentinel Trust, in any event, had the

receivership not been instituted. And, it is felt that after the transfers of the Fiduciary Positions occur, the Receiver will never have the ability to effectively recoup those amounts. Accordingly, the Commissioner-in-Possession and the Receiver request that, the Court's Order recognize that, while the Fiduciary Position of Sentinel Trust ceases as of December 15, 2004, there is no obligation to transfer the books and records of each bond issue to the successor trustee until payment of the fees and expenses incurred on that particular bond issue are paid to the Sentinel Trust receivership.

**b) Matters Relating to Funds on Deposit**

The transfer of the Fiduciary Positions means that Sentinel Trust exits the scene as far as ongoing services to the affected bond issues are concerned. The Sentinel Trust receivership, however, has, since June 2004, been paying the principal and interest of the bonds scheduled for payment (as those payments were funded) and upon, what has become monthly, Orders of this Court. Due to interest computational matters and mathematical rounding functions, in various instances there remain extremely small amounts in accounts that have been set up since May 18, 2004 (which are separate from the Pooled Trust Account and which have been used for the post-May 18, 2004 scheduled payments). Attached as Exhibit L is a listing of bond issues that have balances in those post- May 18, 2004 accounts of less than \$25.00. As can be noted, many of these amounts are less than a dollar and, in many instances, are just pennies. It would cost the Sentinel Trust receivership more than is in these accounts to pay the amounts to the successor fiduciaries. Accordingly, it is requested that the Court order (1) that Sentinel Trust, upon transfer of matters relating to the bond issues listed in Exhibit L, be allowed to retain the small balances and transfer that aggregate amount to the Sentinel Trust receivership account for use in meeting operational expenses and (2) similarly, that any future balances of post- May 18, 2004 accounts

of less than \$25.00 can be retained and transferred to the Sentinel Trust receivership account for use in meeting operational expenses.

**c) Impact of Transfer of Fiduciary Positions to De Minimus Claims Upon the Pooled Account**

When the Fiduciary Positions on the bond issues are transferred to successor fiduciaries, numerous of those bond issues will still have a claim as against the shortfall of the Pooled Trust Account. Some of those claims, however, will be for relatively small amounts. Attached as Exhibit M is a listing of those bond issues whose pre- May 18, 2004 account balances, which were deposited in the Pooled Trust Account, are less than \$500.00.

The Commissioner-in-Possession and Receiver request that all such claims of \$500.00 or less be deemed *de minimus* and not be recognized in the Sentinel Trust estate's proof of claim process. The costs attendant to the claim handling and review envisioned as part of the proof of claim procedure dictate that there be a *de minimus* level established. Based upon the experience of the Receiver in these matters, a \$500.00 level is an appropriate level to consider as *de minimus*. Claims at or below that level cost more to handle than the expected payout (which is usually less than a full 100¢ on the dollar) would yield. Accordingly, the Commissioner-in-Possession and Receiver request the Court to order that claims as against the shortfall in the Pooled Trust Account of \$500.00 or less be deemed *de minimus* and not recognizable in the Sentinel Trust proof of claim process.

**d) Only Successor Fiduciary Should Be Allowed to File Any Proof of Claim on Behalf of the Bondholders and Further Notice to Bondholders Should Be Allowed as Being Through Notice to the Successor Fiduciary**

While it may be that, in relation to the bond issues implicated in the Pooled Trust Account shortfall, bondholders might have claims to present, the Commissioner-in-Possession and Receiver assert that whatever bondholder filings that might be made should be made by the

successor fiduciary on behalf of the bondholders of any particular bond issue. If individual bondholders were allowed to file individual proofs of claim in relation to the Pooled Trust Account shortfall, then the efficient administration of the proof of claim procedure would suffer. The successor fiduciary is in the best position to advance any and all claims in the Sentinel Trust proof of claim process on behalf of the bondholders of the particular bond issue. To that end, the Commissioner-in-Possession and Receiver move the Court to order that bondholder proofs of claim within the Sentinel Trust receivership must be filed on their behalf by the successor fiduciary. Likewise, notice to bondholders concerning the proof of claim process should be funneled through the particular successor fiduciary, and request is also made for the Court's Order to deem notice to the successor fiduciary as being sufficient notice to the bondholders on matters relating to the proof of claim process.

**e) Successor Fiduciary Does Not Accede to the Assets of Sentinel Trust, in Liquidation, Including Causes of Action**

The Commissioner-in-Possession and Receiver specifically request the Court to order that no successor fiduciary will have transferred to it any assets belonging to Sentinel Trust, in Liquidation, other than the former fiduciary appointments of Sentinel Trust, particularly claims and causes of action that Sentinel Trust, In Liquidation has against third parties who might bear responsibility for the shortfall in the Pooled Trust Account. Certainly, matters such as the separate investment accounts and the books and records relating to various bond issues will need to be transferred (upon payment of fees and expenses, as noted herein) and can be exempted from this type of provision in the Court's Order. But, as a matter of policy, the Commissioner-in-Possession is the holder of the causes of action belonging to the Company and will pursue or address those claims on behalf of all creditors, bondholders and other interested parties.

Otherwise, races to court houses will ensue and efficiencies and maximization of recoveries will suffer.

**f) Successor Fiduciary Should Be Relieved of Responsibility for All Actions of Prior Fiduciaries**

Finally, the probable successor fiduciaries have indicated to the Commissioner-in-Possession and Receiver that they will not accept appointments as successor trustee unless the order appointing them provides, in the clearest language, that in their capacity as successor trustees, they shall have no duty, including the duty to inquire, and, in their capacity as successor trustees, no responsibility or liability with respect to the bond issues for any events occurring before their appointments or any actions or omissions of any predecessor fiduciary, other than to file the proofs of claim described above. The Commissioner-in-Possession and Receiver urge that the Court so provide as part of the Order approving the transfer of the Fiduciary Positions to successor fiduciaries.

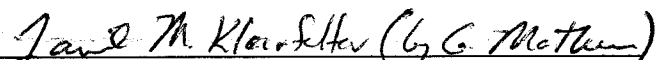
**IV. NOTICE OF MOTION**

Notice of this Motion will be provided to all counsel who routinely receive copies of filings in this matter. In addition, a copy of this Motion and attachments will be mailed to all borrowers involved in private activity/corporate bond issues and all governmental entities involved in the general obligation/revenue bond issues. This Motion and Exhibits will be posted on the website for the Tennessee Department of Financial Institutions. Finally, a notice will be mailed to all bondholders of private activity/corporate bond issues informing them of this Motion and the November 15, 2004 hearing. That Notice will refer those bondholders to the Tennessee Department of Financial Institutions website for the text of the Motion and Exhibits.


## V. CONCLUSION

For the reasons set forth herein, the Commissioner-in-Possession and Receiver pray that the relief requested in this Motion be granted.

Respectfully submitted,

  
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Trust Company, in Liquidation*

  
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Nashville, TN 37203-1423  
(615) 244-0020

*Counsel for Jeanne Barnes Bryant and  
Receivership Management, Inc., Receiver  
of Sentinel Trust Company, in Liquidation*

### **CERTIFICATE OF SERVICE**

This is to certify that on November 4<sup>th</sup>, 2004 a copy of the foregoing Motion and Exhibits have been sent by First Class U.S. Mail, postage paid, to:

Janet M. Kleinfelter  
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Atlanta, GA 30309



This is to further certify that on November 4<sup>th</sup>, 2004 a copy of the foregoing Motion and Exhibits has been sent by First Class U.S. Mail, postage prepaid, to all listed below:

City of Adamsville  
Debbie Moffot, Recorder  
231 East Main Street  
P.O. Box 301  
Adamsville, TN 38310

Catoosa Utility District  
Jerry Garrison, Manager  
P.O. Box 2689  
Crossville, TN 38557

Town of Ashland City  
Phyllis Shaffer, City Recorder  
101 Court Street, P.O. Box 36  
Ashland City, TN 38310

City of Clifton  
Barbara A. Culp, City Recorder  
142 Main Street  
P.O. Box 192  
Clifton, TN 38425-0192

Town of Atoka  
Donna S. Billings, Recorder  
P.O. Box 70  
Atoka, TN 38004-0070

City of Colquitt  
The Honorable Luther Y. Clearman  
Mayor  
181 South Cuthbert  
Colquitt, GA 31737

Benton County, Tennessee  
Jimmy Thornton, County Mayor  
1 East Court Square  
Room 102  
Camden, TN 38320

Decatur County, Tennessee  
The Honorable Kenneth Broadway  
County Mayor  
Decatur County Courthouse  
22 Main Street  
Decaturville, TN 38329-0159

Benton County Electric System  
Gary Walker, Manager  
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Town of Decaturville  
Ruth Maness, Recorder  
Highway 100 East  
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Decaturville, TN 38329-0159

Bledsoe County, Tennessee  
The Honorable Greg Ridley, County Mayor  
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Pikeville, TN 37367-0149

DeKalb County, Tennessee  
Mike Foster, County Mayor  
DeKalb County Courthouse  
Room 204  
1 Public Square  
Smithville, TN 37166

Town of Brighton  
Bonnie Baker, Recorder  
P.O. Box 277  
Brighton, TN 38011

Carroll County Electric Department  
Lynn D. Compton, General Manager  
103 West Paris Street  
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Huntingdon, TN 38334-0527

Grundy County, Tennessee  
LaDue Bouldin, County Mayor  
Grundy County Courthouse  
P.O. Box 177  
Altamont, TN 37301

Hardin County, Tennessee  
Kevin C. Davis, County Mayor  
Hardin County Courthouse  
601 Main Street  
Savannah, TN 38372

Town of Hartsville  
Jerry Clift, County Mayor of  
Hartsville and Trousdale County  
210 Broadway  
Hartsville, TN 37074

City of Hohenwald  
Chester Darden, City Recorder  
118 West Linden Avenue  
P.O. Box 40  
Hohenwald, TN 38462

Huntsville Utility District  
Larry Crowely, Manager  
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300 Water Plant Road  
Huntsville, TN 37756

Lawrence County, Tennessee  
Ametra Bailey, County Mayor  
NBU1, Lawrence County Courthouse  
240 West Gaines  
Lawrenceburg, TN 38464

Lewis County, Tennessee  
Kenneth Turnbow, County Mayor  
Lewis County Courthouse, Room 108  
110 North Park Street  
Hohenwald, TN 38462

City of Livingston  
Hosea Winningham, Mayor  
301 McHenry Circle  
Livingston, TN 38570-1833

Marshall County, Tennessee  
Freda Terry, Director of  
Accounts and Budgets  
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Lewisburg, TN 37091-3371

City of McKenzie  
Walter Winchester, Mayor  
P.O. Box 160  
McKenzie, TN 38201-0160

City of Millersville  
Holly Murphy, City Recorder  
1246 Louisville Highway  
Millersville, TN 37072

City of Munford  
Dorothy Williams, City Recorder  
1397 Munford Avenue  
Munford, TN 38058-0725

New Market Utility District  
C/O Sydney Bishop  
P.O. Box 96  
New Market, TN 37820

North Utility District of Decatur  
and Benton Counties  
Melinda Hays, Office Manager  
P.O. Box 54  
6448 Highway 641 North  
Parsons, TN 38363

Ocoee Utility District of Bradley  
and Polk Counties  
Joanne Butters, Office Manager  
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Cleveland, TN 37323

City of Oglethorpe  
115 Cheatham Street  
Oglethorpe, Georgia 31068

Old Knoxville Highway Utility District  
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Mohawk, TN 37810  
Attn: Manager

Town of Pegram  
Gene Hannah, Mayor  
P.O. Box 86  
Pegram, TN 37143-0086

Town of Pikeville  
Howard Little, Mayor  
P.O. Box 225  
Pikeville, TN 37367-0225

Pleasant View Utility District  
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Poplar Grove Utility District  
David Braden, General Manager  
14560 Highway 51 South  
P.O. Box 505  
Atoka, TN 38004

Richard City and Deptford  
Independent School District  
Richard Hardy Memorial School  
Anita C. Raulston, Director  
1620 Hamilton Avenue  
South Pittsburg, TN 37380

Town of Selmer  
Public Works Department  
Floyd Hawkins, Director  
500 Peachtree Avenue  
P.O. Box 649  
Selmer, TN 38375-0649

Town of Spencer  
Zeda Hillis, City Recorder  
P.O. Box 187  
Spencer, TN 38585-0187

Stewart County, Tennessee  
David Wallace, County Mayor  
Stewart County Courthouse  
P.O. Box 487  
Dover, TN 37058

First Utility District of Tipton County  
Harold Clark, Manager  
3706 Highway 59 West  
P.O. Box 684  
Covington, TN 38019

Town of Tiptonville  
James R. Woods, Recorder  
130 South Court Street  
Tiptonville, TN 38079-1304

Upper Cumberland Gas Utility District  
Attn: Charles Hercher  
P.O. Box 807  
Crossville, TN 38557-9380

Warren County Utility District  
Attn: Mike Green  
P.O. Box 192  
McMinnville, TN 37110

Wayne County, Tennessee  
Willard Pope, County Mayor  
Wayne County Courthouse  
P.O. Box 848  
Waynesboro, TN 38485-0185

City of Waynesboro  
Victor Lay, City Mayor  
122 Public Square East  
P.O. Box 47  
Waynesboro, TN 38485-0471

West Overton Utility District  
Terry Walker, Manager  
P.O. Box 278  
Rickman, TN 38580

Woodlawn Utility District  
Dorothy Pollard, Manager  
P.O. Box 95  
Woodlawn, TN 37191

Ashland County, Ohio  
Wade Steen  
Vice President - Finance  
Lutheran Social Services  
750 East Broad Street  
Columbus, Ohio 43205-1000

Athens County, Ohio  
Athens Health Partners, Ltd.  
c/o Chancellor Health Partners, Inc.  
Attn: Roger Vincent  
4100 Regent St., Ste F  
Columbus, OH 43219

Roger Vincent, Pres.  
Chancellor Health Partners, Inc.  
Easton Town Center  
4100 Regent St., Ste F  
Columbus, OH 43219

Bibb County, Georgia  
Brentwood Healthcare, LLC  
C/O Rob Lancaster  
589 Atlanta Street, Suite C  
Roswell, GA 30075

Carroll County, Tennessee  
Edmund L. Alley, Jr.  
Chief Operating Officer  
Tennessee Quality Homecare & Hospice  
28 Lee Avenue East  
P.O. Box 308  
McKenzie, TN 38210

American Senior Living LP  
George P. Wagner, Jr.  
Chairman and CEO  
Liberty Healthcare  
3073 Horseshoe Drive S., Suite 100  
Naples, FL 34104

American Senior Living, LP  
Tom Rawles  
Liberty Healthcare  
3073 Horseshoe Drive S., Suite 100  
Naples, FL 34104

Charlotte, NC  
Century Pacific Equity Corp.  
1925 Century Park East, Suite 1900  
Los Angeles, CA 90067

Chattanooga HEFB  
Jo Ann Ankar  
Controller  
Chattanooga Neighborhood Enterprise  
1301 Market Street, Suite 100  
Chattanooga, TN 37401-3851

Wellington Healthcare Management, Inc.  
James J. Andrews, President  
400 Bombay Lane  
Roswell, GA 30076

Philip M. Rees  
General Counsel  
Wellington Healthcare Management, Inc.  
400 Bombay Lane  
Roswell, GA 30076

Erie County, Ohio  
Lisa Ford, Administrator  
The Inn at Chappel Creek  
6010 West Lake Road  
Vermilion, OH 44089

Fort Pierce, FL ACCI  
Atlantic Community Care, Inc.  
Attn: President  
20505 U. S. Highway 19 North, Suite 170  
Clearwater, FL 33764

Gilchrist County, Florida  
Mitchell Friedman, President  
Homestead, Inc.  
P.O. Box 07255  
Fort Myers, FL 33919

Faye D. Hurst  
Administrator  
Tri-County Nursing Home  
7280 SW State Road 26  
Trenton, FL 32693

Hiawatha, KS  
Lesia Duryea, Administrator  
Maple Heights Nursing and  
Rehabilitation Center  
302 E. Iowa Street  
Hiawatha, KS 66434

Houston County, Georgia  
Lawrence W. O'Neal  
O'Neal, Long & Hall LLP  
311 Margie Drive  
Warner Robins, GA 31088

Kathy Brantley  
Victoria's Garden  
1010 Wouth Houston Lake Road  
Warner Robins, GA 31088

Lowndes County, Alabama  
Lowndes County Commission  
Jacqueline J. Thomas, Admin.  
P.O. Box 65  
Hayneville, AL 36040

Metro Nashville Skyview  
Skyview Apartments  
Robert Trent  
First Cumberland Properties, Inc.  
5020 Harpeth Drive  
Brentwood, TN 37027

New Jersey EDA Arcadia  
Michael Gabriel  
Arcadia Nursing and Rehabilitation Center  
1501 State Highway #33  
Hamilton Square, NJ 08690

Niceville-Okaloosa, FL  
J.R. Lewis, President  
Care Centers Mgt. Group, Inc.  
2020 North Park, Ste. 420  
Johnson City, TN 37604

Raleigh County, West Virginia  
Beckley Health Partners, LTD  
C/O Chancellor Health Partners, Inc.  
Attn: Roger Vincent, President  
Easton Town Center  
4100 Regent St., Suite F  
Columbus, OH 43219

Redford, Michigan  
Ellis Breskman, President  
Z Technologies Corporation  
26500 Capital Avenue  
Redford, MI 48239-2597

Roane County, Tennessee  
Craig Hayes  
Sun Healthcare Group, Inc.  
101 Sun Ave. Northeast  
Albuquerque, NM 87109

Rome-Floyd, Georgia  
Craig Hayes  
Sun Healthcare Group, Inc.  
101 Sun Avenue Northeast  
Albuquerque, NM 87109

Rusk County, Texas  
Harvest Senior Services, Inc.  
Attn: Lynn Hodges  
4008 Vista Road, Ste C-210  
Pasadena, TX 77504

Stephens County, Georgia  
Toccoa Falls College  
Paul S. Willard  
P.O. Box 800750  
Toccoa Falls, GA 30598

Tarrant County, Texas  
Community Health Care Found.  
5500 39th Street  
Groves, TX 77619

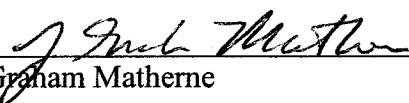
SUNTRUST BANK  
Geraldine P. Kail  
Senior Vice President  
Corporate Trust Division  
225 East Robinson Street  
Suite 250  
Post Office Box 44  
Orlando, Florida 32802-0044

BANK OF OKLAHOMA, NA  
Marrien Neilson  
One Williams Center, BOK Tower  
Corporate Trust, 15th Floor  
Tulsa, Oklahoma 74103

WACHOVIA BANK, NA  
Caroline Oakes  
Vice President and Managing Director  
2525 West End Avenue, Suite 1200  
Nashville, TN 37203

DEUTSCHE BANK NATIONAL TRUST  
COMPANY  
Dennis D. Gillespie  
Vice President  
6810 Crumpler Blvd  
Suite 100  
Olive Branch, MS 38654

THE HUNTINGTON NATIONAL BANK  
Rita Merry, Assistant Vice President  
Corporate Trust  
7 Easton Oval  
Columbus, OH 43219

  
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J. Graham Matherne

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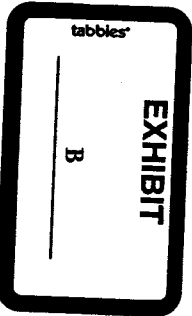
SENTINEL TRUST COMPANY																	EXHIBIT - A		BOND ISSUES TO BE TRANSFERRED TO SUNTRUST BANK	
#	Name	Capacity	Par	Issue	Amount 5/18	Issue	10/27/2004	Dates	Default	Origination	Maturity	Successor	Corp/Mun	Registered	Insured	Semi-annual				
Corporate Issues																	Fee			
74	Carroll Co. TN	Trustee	3,420,000	3,235,000	3,235,000	Jun/Dec	3,235,000	Jun/Dec		12/1/1996	12/1/2026	SUN	C			4,275,000				
21	Cave Springs GA 94	Trustee	1,660,000	1,410,000	1,410,000	Jan/July	1,410,000	Jan/July		7/1/1994	7/1/2024	SUN	C			2,075,000				
59	Cave Springs GA 96	Trustee	1,965,000	1,435,000	1,435,000	Jun/Dec	1,435,000	Jun/Dec		3/1/1996	3/1/2026	SUN	C			1,956,250				
147	Chattanooga, TN HEFB	Trustee	2,615,000	2,535,000	2,535,000	Jan/Dec	2,535,000	Jan/Dec		12/1/1998	12/1/2028	SUN	C			3,268,775				
53	Dade City, FL Ser96	Trustee	6,455,000	5,750,000	5,750,000	Jan/July	5,750,000	Jan/July		5/1/1995	1/1/2026	SUN	C			8,068,775				
12	Dublin, GA IDA Ser94	Trustee	2,850,000	2,430,000	2,430,000	Jan/July	2,430,000	Jan/Nov		1/1/1994	1/1/2024	SUN	C			3,562,500				
164	Gilchrist Co., FL	Trustee	7,150,000	7,000,000	7,000,000	May/Nov	7,000,000	May/Nov		6/1/1999	6/1/2029	SUN	C			8,937,500				
15	Highlands Co. FL Ser94	Trustee	4,350,000	3,880,000	3,880,000	Feb/Aug	3,880,000	Feb/Aug		2/1/1994	2/1/2024	SUN	C			5,437,500				
117	Houston Co. GA Ser98 Grantley	Trustee	5,500,000	5,285,000	5,285,000	Apr/Oct	5,285,000	Apr/Oct	since 5-18	4/1/1998	4/1/2028	SUN	C			6,575,000				
31	Jackson, TN 89	Trustee	3,425,000	2,220,000	2,220,000	Apr/Oct	2,220,000	Apr/Oct		6/1/1989	4/1/2011	SUN	C			4,500,000				
4	Jackson, TN 93	Trustee	1,650,000	1,400,000	1,400,000	Mar/Sep	2,500,000	Jan/July		8/1/1993	9/1/2023	SUN	C			2,062,500				
214	Lowndes Co. AL IP Ser03	Trustee	2,500,000	2,500,000	2,500,000	Jan/July	2,865,000	May/Nov		1/1/2003	9/1/2008	SUN	C			3,125,000				
140	Metro Nashville Skyview	Trustee	3,295,000	2,865,000	2,865,000	May/Nov	7,140,000	Feb/Aug		11/1/1998	11/1/2019	SUN	C			4,118,775				
92	New Jersey EDA, Arcadia	Trustee	7,700,000	7,235,000	7,235,000	Feb/Aug	3,755,000	May/Nov		8/1/1997	8/1/2026	SUN	C			9,625,000				
45	Roane Co HEFB, TN Ser8	Trustee	4,360,000	3,845,000	3,845,000	May/Nov	1,550,000	Mar/Sep		11/1/1988	11/1/2018	SUN	C			5,558,250				
58	Rome-Floyd, GA Ser96	Trustee	2,760,000	1,550,000	1,550,000	Mar/Sep	8,885,000	May/Nov		3/1/1996	3/1/2011	SUN	C			3,450,000				
165	Stephens Co GA Tobacco Falls C	Trustee	9,500,000	8,885,000	8,885,000	May/Nov	1,785,000	May/Nov		5/1/1999	5/1/2029	SUN	C			11,875,000				
44	Sumner Co HEFB	Trustee	2,835,000	1,785,000	1,785,000	May/Nov	9,370,000	May/Nov		5/1/1989	6/1/2010	SUN	C			3,900,000				
69	Walton Co. FL Ser96	Trustee	11,925,000	9,825,000	9,825,000	May/Nov				10/1/1996	11/1/2017	SUN	C			13,703,133				
Municipal Issues																				
109	Adamsville, TN	R/PA	1,880,000	1,080,000	925,000	Apr/Oct	110,000	Jan/July		2/1/1998	10/1/2010	SUN	M	Yes		250,000				
9	Adamsville, TN GOPV	R/PA	305,000	110,000	110,000	Jan/July	430,000	Jan/July		1/1/1994	1/1/2009	SUN	M	Yes		250,000				
8	Adamsville, TN W&S	R/PA	715,000	430,000	430,000	Jan/July	1,650,000	Jan/July		1/1/1994	1/1/2014	SUN	M	Yes		250,000				
166	Ashland City, TN Ser99 Bds	R/PA	2,000,000	1,725,000	1,650,000	Jan/July	270,000	Mar/Sep		7/1/1999	7/1/2019	SUN	M	Yes		250,000				
134	Atoka, TN Ser98	R/PA	465,000	270,000	270,000	Mar/Sep	80,000	Feb/Aug		9/1/1998	3/1/2010	SUN	M	Yes		250,000				
22	Bledsoe Co, TN CONS Ser94	R/PA	480,000	115,000	80,000	Feb/Aug	1,260,000	Mar/Sep		8/1/1994	8/1/2006	SUN	M	Yes		250,000				
133	Bledsoe Co, TN Ser98 GO	R/PA	1,600,000	1,325,000	1,260,000	Mar/Sep	6,975,000	Apr/Oct		9/1/1998	9/1/2018	SUN	M	Yes	AMBAC	250,000				
194	Bledsoe Co, TN Ser01 Sch	R/PA	7,500,000	7,155,000	6,975,000	Apr/Oct				10/1/2001	10/1/2022	SUN	M	Yes	AMBAC	937,500				
10	Brighton, TN	R/PA	905,000	415,000	360,000	Feb/Aug				2/1/1994	8/1/2010	SUN	M	Yes		250,000				
187	Carroll Co Electric 01	R/PA	2,000,000	1,685,000	1,685,000	May/Nov	875,000	Jun/Dec		5/1/2001	5/1/2016	SUN	M	Yes		250,000				
206	Cifton, TN Ser02 WSG	R/PA	980,000	875,000	875,000	Jun/Dec				7/1/2002	6/1/2012	SUN	M	Yes		250,000				
98	Colquitt GA	R/PA	715,000	475,000	435,000	Jan/July	8,025,000	Mar/Sep		9/1/1997	1/1/2012	SUN	M	Yes		250,000				
215	Decaturville Co TN Ser03 School R	R/PA	8,510,000	8,510,000	8,025,000	Mar/Sep				3/1/2003	3/1/2018	SUN	M	Yes	MBIA	1,063,775				
216	Decaturville TN Series 03 W&S	R/PA	610,000	580,000	580,000	Mar/Sep				4/1/2003	3/1/2018	SUN	M	Yes		250,000				
217	DeKalb Co TN Series 03 CON	R/PA	670,000	560,000	560,000	Apr/Oct				4/1/2003	3/1/2019	SUN	M	Yes	MBIA	991,250				
218	DeKalb Co TN Series 03 GO Rig	R/PA	7,930,000	7,510,000	7,510,000	Mar/Sep				4/1/2003	3/1/2019	SUN	M	Yes		250,000				
85	Hardin Co, TN	R/PA	750,000	365,000	365,000	Mar/Sep				6/1/1997	3/1/2009	SUN	M	Yes		250,000				
200	Hohenwald, TN W&S 02	R/PA	1,970,000	1,100,000	1,100,000	Apr/Oct				10/1/1998	4/1/2010	SUN	M	Yes		250,000				
201	Hohenwald, TN CONS 02	R/PA	310,000	205,000	205,000	Apr/Oct				5/1/2002	4/1/2017	SUN	M	Yes		250,000				
233	Hohenwald, TN Ser04 GO	R/PA	465,000	425,000	425,000	Apr/Oct				5/1/2002	10/1/2009	SUN	M	Yes		250,000				
		R/PA	1,235,000	1,235,000	1,235,000	Feb/Aug				2/1/2004	2/1/2014	SUN	M	Yes		250,000				

SENTINEL TRUST COMPANY														EXHIBIT - A		BOND ISSUES TO BE TRANSFERRED TO SUNTRUST Continued		Page 2	
#	Name	Capacity	Par	Issue	Issue Amount	Pmt. Dates	Default	Origination Date	Maturity Date	Successor Trustee	Corp/Inst	Bond Registered	Insured	Fee					
Corporate Issues																			
229	Huntsville Utility District	R/PA	2,190,000	2,190,000	2,190,000	Jun/Dec		12/1/2003	12/1/2030	SUN	M	Yes	MBIA	273.75					
213	Lawrence Co. TN Series 03 CON	R/PA	8,100,000	7,425,000	6,710,000	Feb/Aug		1/1/2003	8/1/2013	SUN	M	Yes	FSA	1,012.50					
219	Lawrence Co. TN Series 03 Sch	R/PA	8,820,000	8,790,000	8,790,000	May/Nov		5/1/2003	5/1/2016	SUN	M	Yes	FGIC	1,102.50					
193	Lawrence Co. TN Ser01 Sch	R/PA	3,340,000	3,180,000	3,095,000	Apr/Oct		10/1/2001	10/1/2021	SUN	M	Yes	FGIC	417.50					
205	Lawrence Co. TN Ser02 Notes	R/PA	1,850,000	1,725,000	1,595,000	Jun/Dec		6/1/2002	6/1/2014	SUN	M	Yes	FSA	250.00					
230	Lawrence Co. TN Ser03 CON	R/PA	2,195,000	1,930,000	1,930,000	Feb/Aug		2/1/2003	2/1/2011	SUN	M	Yes		250.00					
189	Lewis Co. TN Ser01 CONS	R/PA	850,000	735,000	675,000	Jun/Dec		7/1/2001	6/1/2013	SUN	M	Yes		250.00					
182	Lewis Co. TN Ser01 Sch Ref	R/PA	2,810,000	2,060,000	2,060,000	Mar/Sept		10/1/2001	3/1/2009	SUN	M	Yes	FSA	351.25					
220	Lewis Co. TN Ser03 Sch Ref	R/PA	1,970,000	1,970,000	1,970,000	May/Nov		5/1/2003	5/1/2017	SUN	M	Yes	FSA	250.00					
207	Livingston, TN	R/PA	3,290,000	3,235,000	3,125,000	Jan/July		8/1/2002	7/1/2023	SUN	M	Yes	FGIC	411.25					
211	Marshall Co. TN Series 02 CON	R/PA	2,700,000	2,505,000	2,505,000	Jun/Dec		12/1/2002	12/1/2014	SUN	M	Yes	FSA	337.50					
182	Marshall Co. TN Ser01 Sch	R/PA	8,300,000	8,035,000	8,035,000	Jun/Dec		12/1/2000	12/1/2020	SUN	M	Yes	FSA	1,037.50					
183	Marshall Co. TN Ser01 Sch	R/PA	5,900,000	5,595,000	5,595,000	Jun/Dec		1/1/2001	12/1/2020	SUN	M	Yes	FSA	737.50					
197	Marshall Co. TN Ser01 CON	R/PA	1,050,000	805,000	805,000	May/Nov		12/1/2001	5/1/2012	SUN	M	Yes		250.00					
191	Marshall Co. TN Ser01A Sch	R/PA	2,430,000	2,230,000	2,125,000	Mar/Sept		9/1/2001	9/1/2013	SUN	M	Yes	FSA	303.75					
156	Marshall Co. TN Ser99	R/PA	6,110,000	3,015,000	3,015,000	Mar/Sept		3/1/1999	3/1/2008	SUN	M	Yes	MBIA	763.75					
202	McKenzie, TN 2002	R/PA	790,000	730,000	700,000	May/Nov		5/1/2002	11/1/2020	SUN	M	Yes		250.00					
224	McKenzie, TN Ser03 Rig	R/PA	665,000	595,000	595,000	Mar/Sept		5/1/2003	9/1/2012	SUN	M	Yes		250.00					
234	Millersville, TN Ser04	R/PA	1,330,000	1,330,000	1,235,000	Mar/Sept		2/1/2004	9/1/2015	SUN	M	Yes		250.00					
222	Murford TN Ser03 W&S&T Rig	R/PA	525,000	425,000	425,000	May/Nov		5/1/2003	5/1/2008	SUN	M	Yes		250.00					
83	Murford TN Ser97	R/PA	1,600,000	1,205,000	1,205,000	May/Nov		5/1/1997	5/1/2017	SUN	M	Yes		250.00					
178	Murford TN Ser99	R/PA	2,350,000	1,765,000	1,550,000	Mar/Sept		5/1/1999	9/1/2010	SUN	M	Yes	FGIC	293.75					
161	New Market UD Ser99	R/PA	605,000	515,000	515,000	Feb/Aug		5/1/1999	2/1/2019	SUN	M	Yes		250.00					
228	North UD of Decatur/Benton Cos	R/PA	710,000	710,000	690,000	Apr/Oct		10/1/2003	10/1/2027	SUN	M	Yes		250.00					
84	Ocoee UD Ser97	R/PA	925,000	805,000	770,000	Apr/Oct		9/10/1997	10/1/2017	SUN	M	Yes		250.00					
129	Ocoee UD Ser98	R/PA	1,755,000	1,235,000	1,115,000	Apr/Oct		9/1/1998	10/1/2012	SUN	M	Yes		250.00					
102	Ogletrope, GA	R/PA	615,000	445,000	445,000	Apr/Oct		11/1/1997	4/1/2016	SUN	M	Yes		250.00					
132	Old Knoxville Hwy UD	R/PA	620,000	265,000	265,000	Apr/Oct		9/1/1998	4/1/2009	SUN	M	Yes		250.00					
170	Pegram, TN Ser Rev & Tax	R/PA	885,000	840,000	815,000	May/Nov		11/1/1989	11/1/2024	SUN	M	Yes		250.00					
212	Pikeville TN W&S&G Rev Rig	R/PA	1,740,000	1,635,000	1,635,000	Jun/Dec		12/1/2002	12/1/2022	SUN	M	Yes		250.00					
179	Richard City Dept Ford ISD	R/PA	1,725,000	1,630,000	1,630,000	Jun/Dec		8/1/2000	6/1/2025	SUN	M	Yes		250.00					
204	Selmer TN Ser02	R/PA	2,605,000	2,280,000	1,945,000	Jan/July		6/1/2002	7/1/2012	SUN	M	Yes	MBIA	325.63					
153	Spencer, TN Ser99 Rig	R/PA	1,085,000	760,000	685,000	Apr/Oct		2/1/1999	10/1/2012	SUN	M	Yes		250.00					
223	Stewart Co. TN Ser03 Sch Rig	R/PA	6,035,000	5,940,000	5,880,000	Mar/Sept		5/8/2003	9/1/2016	SUN	M	Yes	FSA	754.38					
145	Stewart Co. TN Ser98 Sch	R/PA	8,500,000	735,000	735,000	Jun/Dec		12/15/1998	12/1/2023	SUN	M	Yes	FSA	1,062.50					
149	Stewart Co. TN Ser99 Sch	R/PA	1,500,000	130,000	130,000	Jun/Dec		6/1/1999	6/1/2024	SUN	M	Yes	FSA	250.00					
162	Stewart Co. TN Ser98 Sch	R/PA	4,000,000	3,600,000	3,490,000	Jun/Dec		3/1/2001	3/1/2021	SUN	M	Yes	FGIC	500.00					
184	Stewart Co. TN Ser01 Sch	R/PA	1,200,000	1,080,000	1,080,000	Mar/Sept		4/1/2002	8/1/2019	SUN	M	Yes	FSA	250.00					
199	First Uhl Diet Tipton Co. TN	R/PA	2,300,000	2,150,000	2,055,000	Feb/Aug		5/1/2003	9/1/2023	SUN	M	Yes		287.60					
221	Tiptonville TN Ser03 W&S&T Tax R	R/PA	2,210,000	2,210,000	2,160,000	Mar/Sept	x	6/1/2003	9/1/2016	SUN	M	Yes		276.25					
67	Upper Cumberland Gas UD Ser96	R/PA	5,100,000	4,630,000	4,630,000	Mar/Sept		9/1/1996	3/1/2016	SUN	M	Yes		556.88					
190	Warren Co UD	R/PA	3,515,000	2,435,000	2,435,000	Jan/July		6/1/2001	1/1/2012	SUN	M	Yes	FSA	439.38					
115	Wayne Co TN Ser83	R/PA	200,000	50,000	25,000	Jun/Dec		6/15/1993	6/15/2005	SUN	M	Yes		250.00					
209	Wayne Co TN GO CON Ser02	R/PA	900,000	685,000	465,000	May/Nov		12/1/2002	11/1/2006	SUN	M	Yes		250.00					



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SENTINEL TRUST COMPANY										EXHIBIT - B				
										BOND ISSUES TO BE TRANSFERRED TO BANK OF OKLAHOMA, NA				
#	Name	Capacity	Par	Issue	Issue Amount	Pmt. Dates	Default	Origination Date	Maturity Date	Successor Trustee	Corp/Muni	Registered	Insured	Semi-annual Fee
Corporate Issues														
131	Athens Co OH	Trustee	3,950,000	3,805,000	3,805,000	Mar/Sep		9/1/1998	9/1/2028	BOK	C			4,937.50
159	Barboursville, WV	Trustee	4,375,000	4,225,000	4,225,000	Apr/Oct		4/29/1999	4/1/2029	BOK	C			5,468.75
176	Bibb Co, GA	Trustee	4,550,000	4,410,000	4,410,000	Mar/Sep		3/1/2000	3/1/2030	BOK	C			5,687.50
138	Erle Co, OH	Trustee	4,250,000	4,105,000	4,105,000	Apr/Oct		10/1/1998	10/1/2028	BOK	C			5,312.50
169	Gallia Co, OH	Trustee	4,500,000	4,430,000	4,430,000	Feb/Aug		8/1/1999	8/1/2029	BOK	C			5,625.00
168	Hiawatha, KS	Trustee	2,080,000	2,035,000	2,010,000	Jun/Dec		6/1/1999	6/1/2029	BOK	C			2,600.00
167	Jackson Co., OH	Trustee	4,500,000	4,430,000	4,430,000	Jan/July		8/1/1999	7/1/2029	BOK	C			5,625.00
1	Liberty Co, GA 1A Ser92	Trustee	4,800,000	4,305,000	4,305,000	Mar/Sep	x	9/1/1992	9/1/2022	BOK	C			6,250.00
77	Madison Co, OH Series 97	Trustee	2,700,000	2,535,000	2,535,000	Feb/Aug		2/1/1997	2/1/2027	BOK	C			3,375.00
208	Madison Co, OH Series 02	Trustee	4,200,000	4,200,000	4,200,000	Feb/Aug		9/1/2002	2/1/1932	BOK	C			5,250.00
121	Raleigh Co, WV Beckley 97	Trustee	3,950,000	3,805,000	3,805,000	May/Nov		5/1/1998	5/1/2013	BOK	C			9,375.50
210	Raleigh Co, WV Beckley 02	Trustee	7,500,000	7,500,000	7,500,000	May/Nov		9/1/2002	5/1/1932	BOK	C			9,375.00
90	Sullivan Co., TN Ser97	Trustee	3,550,000	3,550,000	3,550,000	Jan/July	x	6/1/1997	7/1/2012	BOK	C			4,437.50
86	Toombs Co., GA Ser97	Trustee	2,315,000	2,195,000	2,195,000	Jun/Dec	x	5/1/1997	6/15/2012	BOK	C			2,893.75
TOTALS				55,530,000	55,505,000									71,775.00
14 Bond Issues to be transferred to Bank of Oklahoma														

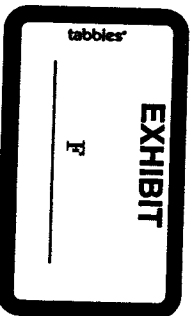








SENTINEL TRUST COMPANY										EXHIBIT - F									
										BONDS IN DEFAULT TO REMAIN WITH THE RECEIVER									
#	Name	Capacity	Par	Issue Amount 5/18	10/27/2004	Pmt. Dates	Default	Origination Date	Maturity Date	Successor Trustee	Corp/Muni	Registered Bond	Insured	Semi-annual Fee					
146	Corporate Issues	Trustee	11,350,000	11,210,000	11,210,000	Jun/Dec	x Chap 11	12/30/1998	12/1/2028	SUN	C			13,343.75					
148	Charlotte, NC	Trustee	1,840,000	1,780,000	1,780,000	Jun/Dec	x No Pay	12/1/1998	12/1/2028	DEF	C			2,300.00					
148	Dade City, FL Ser98	Trustee	1,840,000	1,780,000	1,780,000	Jun/Dec	x No Pay	12/1/1998	12/1/2028	DEF	C			2,300.00					
155	FL Pierce, FL ACCI	Trustee	7,335,000	7,335,000	7,335,000	Jan/July	x No Pay	1/29/1999	1/1/2029	DEF	C			9,193.75					
125	Hernando Co.	Trustee	5,000,000	5,000,000	5,000,000	Jun/Dec	x Chap 11	6/1/1998	6/1/2028	DEF	C			6,250.00					
172	Jefferson Co., AR	Trustee	7,550,000	7,550,000	7,550,000	Jun/Dec	x	12/1/1998	12/1/2028	DEF	C			7,562.00					
143	Jose Eber Salons, Inc.	Trustee	1,280,000	1,180,000	1,180,000	Jun/Dec	x Chap 11	12/1/1998	12/1/2028	DEF	C			1,491.13					
82	Lee Co. AL	Trustee	6,200,000	5,910,000	5,910,000	May/Nov	x	5/1/1997	5/1/2014	DEF	C			7,750.00					
88	Metro Nashville Maplecreek	Trustee	3,425,000	3,360,000	3,360,000	Jan/July	x	7/1/1997	7/1/2027	DEF	C			4,281.25					
106	Metro Nashville Thompson Pl	Trustee	2,270,000	2,245,000	2,245,000	Jan/July	x	1/1/1998	1/1/2028	DEF	C			2,837.50					
231	Niceville/Okaloosa FL	Trustee	2,895,000	2,725,000	2,725,000	Jun/Dec	since 5-18		12/1/2015	DEF	C			4,600.00					
80	Pearsall, TX	Trustee	21,690,000	21,435,000	0	Apr/Oct	x	7/1/1997	4/1/2027	DEF	C			19,806.25					
84	Redford, MI Z-tec	Trustee	3,535,000	3,080,000	3,080,000	Jan/July	since 5/18	7/1/1997	7/1/2017	DEF	C			4,418.75					
99	Rusk Co HFC Ser97 Tx Ch	Trustee	10,675,000	10,515,000	10,515,000	Apr/Oct	x	9/1/1997	10/1/2008	DEF	C			0					
128	Tarrant Co TX (Crnny Hill Fdn)	Trustee	29,745,000	29,745,000	29,745,000	Apr/Oct	x Chap 11	8/1/1998	4/1/2021	DEF	C			18,884.38					
108	Tyler HFC, TX	Trustee	5,715,000	5,650,000	0	Jun/Dec	x	12/1/1985	12/1/2018	DEF	C			7,143.75					
96	Washington Co, MS	Trustee	18,500,000	17,040,000	0	Mar/Sep	x	9/1/1997	9/1/2027	DEF	C			17,812.50					
TOTALS				122,770,000	78,645,000									112,031.26					
16 Bond Issues in Default to be retained by the Receiver for workout.																			



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**SUCCESSOR TRUSTEE FEES**  
**EZHIBIT H - SUNTRUST**

CODE3	TYPE	ST	NAME	DUE DATE	FEES	PRE 5-18 FEE	POST 5-17 FEE	EXPENSES	JANUARY	FEBRUARY	MARCH	APRIL	MAY	TOTAL
109 M	SUN		Adamsville, TN	1-Apr-05	250.00			131.70						1,954.55
9 M	SUN		Adamsville, TN GORW	1-Jan-05	250.00	1,739.52			208.33			83.33		2,083.33
8 M	SUN		Adamsville, TN W&S	1-Jan-05	250.00			61.67	208.33					270.00
166 M	SUN		Ashland City, TN Ser89 Bds	1-Jan-05	250.00			54.90	208.33					253.23
134 M	SUN		Atoka, TN Ser98	1-Mar-05	250.00			59.77						184.77
22 M	SUN		Bledsoe Co, TN CONS Ser94	1-Feb-05	250.00			22.56		166.67				199.23
194 M	SUN		Bledsoe Co, TN Ser01 Sch	1-Apr-05	937.50			66.38						378.88
133 M	SUN		Bledsoe Co, TN Ser98 GO	1-Mar-05	250.00			71.20			125.00			196.20
10 M	SUN		Brighton, TN	1-Feb-05	250.00	625.84		46.32		166.67				838.83
187 M	SUN		Carroll Co Electric 01	1-May-05	250.00			68.31					41.67	109.98
206 M	SUN		Clifton, TN Ser02 WSG	1-Jun-05	250.00									250.00
98 M	SUN		Colquett Ga	1-Jan-05	250.00			54.62	208.33					262.95
215 M	SUN		Decatur Co TN Ser03A School R	1-Mar-05	1,063.75			72.30			531.88			604.18
216 M	SUN		Decaturville TN Series 03 W&S	1-Mar-05	250.00			64.64			125.00			189.64
217 M	SUN		DeKalb Co TN Series 03 CON	1-Apr-05	250.00							83.33		83.33
218 M	SUN		DeKalb Co TN Series 03 GO Rtg	1-Mar-05	991.25			148.42			495.63			644.05
199 M	SUN		First Unit Dist Tipton Co, TN	1-Feb-05	287.50			73.57		191.67				265.24
85 M	SUN		Hardin Co, TN	1-Mar-05	250.00			46.04			125.00			171.04
139 M	SUN		Hartsville, TN	1-Apr-05	250.00			61.11						144.44
201 M	SUN		Hohenwald, TN CONs 02	1-Apr-05	250.00			68.50						151.83
233 M	SUN		Hohenwald, TN Ser04 GO	1-Feb-05	250.00			48.99		166.67				215.66
200 M	SUN		Hohenwald, TN W&S 02	1-Apr-05	250.00	676.08						83.33		759.41
229 M	SUN		Huntsville Utility District	1-Jun-05	273.75			96.15						96.15
205 M	SUN		Lawrence Co TN Ser02 Noles	1-Jun-05	250.00			70.99						70.99
230 M	SUN		Lawrence Co TN Ser03 CON	1-Feb-05	250.00			64.12		166.67				230.79
213 M	SUN		Lawrence Co TN Series 03 CON	1-Feb-05	1,012.50			77.57		675.00				752.57
219 M	SUN		Lawrence Co TN Series 03 Sch	1-May-05	1,102.50			119.96					183.75	303.71
193 M	SUN		Lawrence Co, TN Ser01 Sch	1-Apr-05	417.50			65.06						204.23
189 M	SUN		Lewis Co TN Ser01 CONS	1-Jun-05	250.00			48.93				139.17		299.93
192 M	SUN		Lewis Co TN Ser01 Sch Ref	1-Mar-05	351.25			56.43						232.06
220 M	SUN		Lewis Co TN Series 03 Sch Rtg	1-May-05	250.00			114.64			175.63		41.67	156.31
207 M	SUN		Livingston, TN	1-Jan-05	411.25	411.25		152.14	342.71					905.10
211 M	SUN		Marshall Co TN Series 02 CON	1-Jun-05	337.50			113.78						451.28
182 M	SUN		Marshall Co, TN Ser00 Sch	1-Jun-05	1,037.50			57.92						57.92
197 M	SUN		Marshall Co, TN Ser01 CON	1-May-05	250.00								41.67	41.67
183 M	SUN		Marshall Co, TN Ser01 Sch	1-Jun-05	737.50			132.52						132.52
191 M	SUN		Marshall Co, TN Ser01A Sch	1-Mar-05	303.75			94.64			151.88			151.88
156 M	SUN		Marshall Co, TN Ser99	1-Mar-05	763.75			50.55			381.88			476.52
202 M	SUN		McKenzie, TN 2002	1-Mar-05	250.00			39.83			125.00		41.67	92.22
234 M	SUN		Millersville, TN Ser03 Rtg	1-May-05	250.00			136.96			125.00			511.96
178 M	SUN		Millersville, TN Ser04	1-Mar-05	283.75			61.01			146.88			352.68
222 M	SUN		Murford TN Ser00	1-May-05	250.00	250.00							41.67	41.67
83 M	SUN		Murford TN Ser03 W&S&T Rtg	1-May-05	250.00			82.02						656.79
161 M	SUN		Murford TN Ser07	1-Feb-05	250.00	408.10		70.25		166.67				403.58
228 M	SUN		New Market UD Ser99	1-Apr-05	250.00			86.20						169.53
94 M	SUN		North UD of Decatur/Benton Cos	1-Apr-05	250.00	250.00		72.18						155.51
129 M	SUN		Ocoee UD Ser97	1-Apr-05	250.00									83.33
102 M	SUN		Ocoee UD Ser98	1-Apr-05	250.00			50.93						83.33
132 M	SUN		Oglethorpe, GA	1-Apr-05	250.00			48.79					41.67	90.46
170 M	SUN		Old Knoxville Hwy, UD	1-May-05	250.00			120.70						620.70
212 M	SUN		Pegram, TN Swr Rev & Tax	1-Jun-05	250.00	500.00		62.43						66.43
179 M	SUN		Pikeville TN W&S&G Rev Rtg	1-Jun-05	250.00			76.84	271.36					348.20
204 M	SUN		Seiner, TN Ser02	1-Jan-05	325.63			64.94						148.27
153 M	SUN		Spencer, TN Ser99 Rtg	1-Apr-05	754.38			113.73			377.19			490.92
164 M	SUN		Stewart Co, TN Ser01 Sch	1-Mar-05	250.00			63.56			125.00			188.56
145 M	SUN		Stewart Co, TN Ser98 Sch	1-Jun-05	1,062.50			71.31						1,133.81
149 M	SUN		Stewart Co, TN Ser99 Sch	1-Jun-05	250.00			72.72						72.72
162 M	SUN		Stewart Co, TN Ser99 Sch	1-Jun-05	500.00									-
221 M	SUN		Tiptonville TN Ser03 W&S&Tax R	1-Mar-05	276.25			48.32			138.13			186.45

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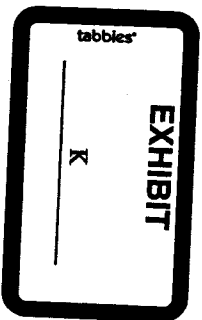
EXHIBIT J - WACHOVIA BANK NA

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**EXHIBIT K - HUNTINGTON NATIONAL BANK**

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**EXHIBIT L**

Sentinel Trust Company-In-Possession/Receivership/Liquidation	
	Post 5-18 Cash Balances
<b>Municipalities</b>	as of 11-02-2004
Ashland City, Tn	0.01
Bledsoe County, TN	0.11
Lawrence County, TN	0.01
Livingston, TN	0.01
Marshall County, TN	0.02
McKenzie, TN	0.01
Millersville, TN	0.65
Richard City Dept Ford ISD	0.01
Stewart County, TN	0.01
First Util Dist Tipton Co. TN	0.02
<b>Corporate Issuers</b>	
Barboursville, WV	12.15
Cave Springs GA 94	4.16
Dade City, FL Ser96	0.35
Dublin, GA IDA Ser94	11.74
Jackson Co., OH	22.31
Madison Co, OH Series 97	0.23
Walton Co., FL	0.19
<b>TOTAL</b>	<b>51.99</b>

**EXHIBIT****L**

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**EXHIBIT - M**

Sentinel Trust Company-In Possession/Receivership/Liquidation	
	Pre 5-18 Cash Balances
<b>Municipalities</b>	less than \$500
Benton County, TN	200.32
Bledsoe County, TN	29.98
Colquitt, GA	203.85
Grundy County, TN	280.88
Lewis County, TN	127.50
Marshall County, TN	200.00
Ocoee Utility District	401.75
Selmer, TN	1.00
<b>Corporate Issuer</b>	
Cave Springs GA 96	234.86
<b>TOTALS</b>	<b>1,680.14</b>

